

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BYRNE BUDGETS, INC.

INTO

COMMERCIAL DISCOUNT CORPORATION

COMMERCIAL DISCOUNT CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 14th day of October, 1936, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state (Delaware).

SECOND: That this corporation owns all of the outstanding shares of the stock of BYRNE BUDGETS, INC., a corporation incorporated on the 15th day of September, 1964, pursuant to the Mississippi Business Corporation Act of the State of Mississippi.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written Consent of its members filed with the minutes of the Board on the 31st day of October, 1974, determined to and did merge into itself said BYRNE BUDGETS, INC.

RESOLVED, that COMMERCIAL DISCOUNT CORPORATION, a Delaware Corporation, merge, and it hereby does merge into itself said BYRNE BUDGETS, INC. and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

FURTHER RESOLVED, that the President, Executive Vice President, Vice President, and Secretary or Assistant Secretary of this corporation be and they are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said BYRNE BUDGETS, INC. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without

the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the board of directors of COMMERCIAL DISCOUNT CORPORATION at any time prior to the date of filing this Certificate of Ownership and Merger with the Secretary of State.

IN WITNESS WHEREOF, said COMMERCIAL DISCOUNT CORPORATION has caused this certificate to be signed by RONALD J. KRAUSE, its President, and attested by ROBERT E. STONEBERG, its Secretary this 4th day of November, 1974.

COMMERCIAL DISCOUNT CORPORATION

By 

Ronald J. Krause, President

ATTEST:

By 
Robert E. Stoneberg, Secretary